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June 5, 2002

By Electronic Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Ex Parte Notice

Re: Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee, MB Docket No. 02-70

Dear Ms. Dortch:

On Tuesday, June 4, 2002, Mark Coblitz, Senior Vice President for Strategic Planning at Comcast Corporation ("Comcast"), James R. Coltharp and Joseph W. Waz, Jr. of Comcast, James L. Casserly of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, PC, outside counsel to Comcast, Steve Garavito of AT&T Corp. ("AT&T"), David Lawson of Sidley Austin Brown & Wood LLP, outside counsel to AT&T, and I met with Royce Sherlock, Roger Holberg, Erin Dozier, John Scott, Thomas Horan, and Anne Levine of the Media Bureau; James R. Bird, Nandan Joshi, and Kimberly Reindl of the Office of General Counsel; David Sappington, Chief Economist, and Don Stockdale of the Office of Plans and Policy; and William Dever and Ben Childers of the Wireline Competition Bureau. During that meeting, Mr. Coblitz specifically addressed four issues, cable telephony, set-top boxes, electronic programming guides, and forced access, that were described in the application, reply comments and his accompanying declaration filed by Comcast and AT&T in the above-referenced docket.

First, Mr. Coblitz discussed several issues relating to cable set-top boxes ("STBs"). He explained that, today, STBs are "thin" boxes that rely on intelligence at the cable headend, and that each software application must be written for a specific box. In contrast, the next generation, or "advanced STBs," will have significantly more processing power and more memory, which should allow them to support more applications. Mr. Coblitz confirmed that, as indicated in the application, Comcast has committed to use OCAP-compliant applications in its advanced STBs. In response to questions, Mr. Coblitz verified that Comcast's obligation to deploy Microsoft software in a portion of the current generation of STBs is dependent upon successful trial results and other important conditions and does not extend at all to advanced STBs. Mr. Coblitz also described the operation of the "most favored nation" provision contained in the exchange agreement

between Microsoft and Comcast (Exhibit 5 to the application) and noted that such provisions are quite common in the industry.

Second, Mr. Coblitz discussed several issues related to the provision of telephony services over cable networks. Mr. Coblitz explained that as a result of the merger AT&T Comcast will be able to take advantage of AT&T Broadband's telephone assets and expertise, such as AT&T Broadband's Network Operations Centers, its state public utility commission experience, and its expertise in negotiating interconnection agreements. He also indicated his continued belief that IP telephony may result in significantly lower capital costs and increased flexibility to add new products and features, and that most of AT&T Broadband's operating experience, expertise, and assets will also be fully applicable to an IP telephony environment.

Third, Mr. Coblitz discussed interactive programming guides and confirmed that the applicants have entered into arrangements with a number of unaffiliated providers of interactive services. In addition, Mr. Coblitz described Comcast's (in conjunction with four other companies) successful creation of its own electronic programming guide (TV Gateway) as an alternative to Gemstar's TV Guide. In addition to Gemstar, competitors for these services today include Pioneer, Scientific-Atlanta, and Microsoft, which recently unveiled its own programming guide.

Finally, Mr. Coblitz discussed Comcast's commitment to offer customers a choice of ISPs. He indicated that Comcast is actively negotiating mutually beneficial terms with several Internet service providers ("ISPs"), and that such negotiations are complicated because different ISPs may seek quite different arrangements. The types of arrangements requested by ISPs in turn affect the number of ISPs that can be technically accommodated on Comcast's systems. Mr. Coblitz confirmed that Comcast does not block its customers' access to any Internet content, including streaming video. He further indicated that United Online's Juno and NetZero offerings are now available on Comcast's cable systems in two cities (Indianapolis and Nashville).

Pursuant to section 1.1206(b)(2) of the Commission's rules, this letter is being filed electronically with the Office of the Secretary. If you have any questions, please contact me.

Very truly yours,

/s/ A. Richard Metzger, Jr.
A. Richard Metzger, Jr.

cc:	Royce Sherlock	Roger Holberg	Erin Dozier
	John Scott	Thomas Horan	Anne Levine
	James R. Bird	Nandan Joshi	Kimberly Reindl
	David Sappington	Don Stockdale	William Dever
	Ben Childers	Cynthia Bryant	Jeff Tobias
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